

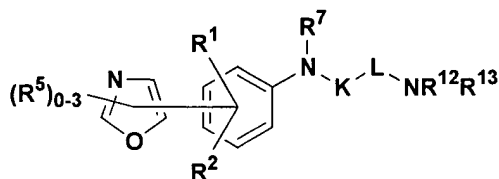
## AMENDMENT

This listing of claims will replace all prior versions, and listings, of claims in the application.  
The listing of claims is as follows:

1. – 22. (Canceled)

Please add new claims <sup>39</sup>23-~~28~~ as follows:

23. (New). A compound of the following formula I, or a pharmaceutically acceptable salt thereof,:



(I)

wherein:

R<sup>1</sup> and R<sup>2</sup> are each independently selected from the group consisting of H, F, Cl, Br, I, NO<sub>2</sub>, CF<sub>3</sub>, CN, OCF<sub>3</sub>, OH, C<sub>1</sub>-C<sub>4</sub>alkoxy-, C<sub>1</sub>-C<sub>4</sub>alkylcarbonyl-, C<sub>1</sub>-C<sub>6</sub> alkyl, hydroxy C<sub>1</sub>-C<sub>4</sub> alkyl-, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl(C<sub>0</sub>-C<sub>4</sub>alkyl)-, H<sub>2</sub>N(C<sub>0</sub>-C<sub>4</sub>)alkyl-, R<sup>6</sup>HN(C<sub>0</sub>-C<sub>4</sub>)alkyl-, R<sup>6</sup>R<sup>7</sup>N(C<sub>0</sub>-C<sub>4</sub>)alkyl-, R<sup>7</sup>S(C<sub>0</sub>-C<sub>4</sub>)alkyl-, R<sup>7</sup>S(O) (C<sub>0</sub>-C<sub>4</sub>)alkyl-, R<sup>7</sup>SO<sub>2</sub>(C<sub>0</sub>-C<sub>4</sub>)alkyl-, R<sup>6</sup>NSO<sub>2</sub>(C<sub>0</sub>-C<sub>4</sub>)alkyl-, HSO<sub>3</sub>, HO<sub>2</sub>C(C<sub>0</sub>-C<sub>4</sub>)alkyl-, R<sup>6</sup>O<sub>2</sub>C(C<sub>0</sub>-C<sub>4</sub>)alkyl-, and R<sup>6</sup>R<sup>7</sup>NCO(C<sub>0</sub>-C<sub>4</sub>)alkyl-,

or R<sup>1</sup> and R<sup>2</sup>, when on adjacent carbon atoms, and when taken together are methylenedioxy or ethylenedioxy;

R<sup>5</sup> is independently selected from H, F, Cl, Br, I, NO<sub>2</sub>, CN, CF<sub>3</sub>, OCF<sub>3</sub>, OH, C<sub>1</sub>-C<sub>4</sub>alkoxy-, hydroxyC<sub>1</sub>-C<sub>4</sub> alkyl-, C<sub>1</sub>-C<sub>4</sub> alkylcarbonyl-, CO<sub>2</sub>H, CO<sub>2</sub>R<sup>6</sup>, CONR<sup>6</sup>R<sup>7</sup>, NHR<sup>6</sup>, and NR<sup>6</sup>R<sup>7</sup>;

R<sup>6</sup> is selected from H, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, aryl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, and heterocyclic (C<sub>0</sub>-C<sub>4</sub> alkyl)-,

wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, hydroxy C<sub>0</sub>-C<sub>4</sub> alkyl, oxo, F, Cl, Br, CF<sub>3</sub>, NO<sub>2</sub>, CN, OCF<sub>3</sub>, NH<sub>2</sub>, NHR<sup>7</sup>, NR<sup>7</sup>R<sup>8</sup>, SR<sup>7</sup>, S(O)R<sup>7</sup>, SO<sub>2</sub>R<sup>7</sup>, SO<sub>2</sub>NR<sup>7</sup>R<sup>8</sup>, CO<sub>2</sub>H, CO<sub>2</sub>R<sup>7</sup>, and CONR<sup>7</sup>R<sup>8</sup>;

R<sup>7</sup> and R<sup>8</sup> are each independently selected from H, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, C<sub>1</sub>-C<sub>6</sub> alkylcarbonyl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl(C<sub>0</sub>-C<sub>5</sub> alkyl)carbonyl, C<sub>1</sub>-C<sub>6</sub> alkoxycarbonyl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl(C<sub>0</sub>-C<sub>5</sub> alkoxy)carbonyl, aryl(C<sub>1</sub>-C<sub>5</sub> alkoxy)carbonyl, arylsulfonyl, aryl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, heterocyclic(C<sub>1</sub>-C<sub>5</sub> alkoxy)carbonyl, heterocyclic sulfonyl and heterocyclic (C<sub>0</sub>-C<sub>4</sub> alkyl)-, wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from the group consisting of C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, F, Cl, Br, CF<sub>3</sub>, CN, and NO<sub>2</sub>;

or R<sup>6</sup> and R<sup>7</sup>, or R<sup>6</sup> and R<sup>8</sup>, or R<sup>7</sup> and R<sup>8</sup>, when both substituents are on the same nitrogen atom, do or do not form, with the nitrogen atom to which they are attached, a heterocycle selected from 1-aziridinyl, 1-azetidiny, 1-piperidinyl, 1-morpholinyl, 1-pyrrolidinyl, thiamorpholinyl, thiazolidinyl, and 1-piperazinyl, said heterocycle is unsubstituted or substituted with 0-3 groups selected from oxo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, C<sub>1</sub>-C<sub>6</sub> alkylcarbonyl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl(C<sub>0</sub>-C<sub>5</sub> alkyl)carbonyl, C<sub>1</sub>-C<sub>6</sub> alkoxycarbonyl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl(C<sub>0</sub>-C<sub>5</sub> alkoxy)carbonyl, aryl(C<sub>0</sub>-C<sub>5</sub> alkyl), heterocyclic(C<sub>0</sub>-C<sub>5</sub> alkyl), aryl(C<sub>1</sub>-C<sub>5</sub> alkoxy)carbonyl, heterocyclic(C<sub>1</sub>-C<sub>5</sub> alkoxy)carbonyl, C<sub>1</sub>-C<sub>6</sub> alkylsulfonyl, arylsulfonyl, and heterocyclicsulfonyl,

wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, F, Cl, Br, CF<sub>3</sub>, CN, and NO<sub>2</sub>;

K is selected from -C(=O)- and -CHR<sup>9</sup>-;

L is selected from -C(=O), -CHR<sup>9</sup>-, -CR<sup>10</sup>R<sup>11</sup>-, -CR<sup>10</sup>R<sup>11</sup>-(C=O), -HR<sup>15</sup>C-CHR<sup>16</sup>-, and -R<sup>15</sup>C=CR<sup>16</sup>;

R<sup>9</sup> is selected from H, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, aryl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, and heterocyclic(C<sub>0</sub>-C<sub>4</sub> alkyl)-,

wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, F, Cl, Br, CF<sub>3</sub>, and NO<sub>2</sub>;

R<sup>10</sup> is selected from H, F, Cl, Br, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, aryl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, and heterocyclic(C<sub>0</sub>-C<sub>4</sub> alkyl)-, wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, F, Cl, Br, CF<sub>3</sub>, CN, and NO<sub>2</sub>;

R<sup>11</sup> is selected from H, F, Cl, Br, OMe, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, aryl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, and heterocyclic(C<sub>0</sub>-C<sub>4</sub> alkyl)-, wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, F, Cl, Br, CF<sub>3</sub>, CN, and NO<sub>2</sub>;

or R<sup>10</sup> and R<sup>11</sup>, when on the same carbon atom, do or do not form, with the carbon atoms to which they are attached, a 3-7 membered carbocyclic or 3-7 membered heterocyclic non-aromatic ring system, said carbocyclic or heterocyclic ring is unsubstituted or substituted with 0-2 substituents independently selected from C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, hydroxy C<sub>0</sub>-C<sub>4</sub> alkyl, oxo, F, Cl, Br, CF<sub>3</sub>, and NO<sub>2</sub>;

R<sup>12</sup> is selected from H, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, monocyclic or bicyclic 5-10 membered heterocyclic(C<sub>0</sub>-C<sub>4</sub> alkyl)-, and -CZ<sup>1</sup>Z<sup>2</sup>Z<sup>3</sup>, provided -CZ<sup>1</sup>Z<sup>2</sup>Z<sup>3</sup> is not C<sub>1</sub>-C<sub>8</sub> alkyl, wherein said aryl or heterocyclic groups are substituted with 0-3 substituents independently selected from R<sup>14</sup>;

Z<sup>1</sup> is selected from C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>1</sub>-C<sub>6</sub> hydroxyalkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy C<sub>1</sub>-C<sub>4</sub> alkyl, aryl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, and 4-10 membered heterocyclic (C<sub>0</sub>-C<sub>4</sub> alkyl)-,

wherein said aryl or heterocyclic groups are substituted with 0-3 substituents independently selected from R<sup>14</sup>;

Z<sup>2</sup> is selected from C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>1</sub>-C<sub>6</sub> hydroxyalkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> NR<sup>17</sup>R<sup>18</sup>, aryl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, and 4-10 membered heterocyclic (C<sub>0</sub>-C<sub>4</sub> alkyl)-, wherein said aryl or heterocyclic groups are substituted with 0-3 substituents independently selected from R<sup>14</sup>;

Z<sup>3</sup> is selected from C<sub>1</sub>-C<sub>8</sub> alkyl, R<sup>14</sup>(C<sub>2</sub>-C<sub>4</sub> alkyl)-, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>1</sub>-C<sub>6</sub> hydroxyalkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy C<sub>1</sub>-C<sub>4</sub> alkyl, aryl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, 4-10 membered heterocyclic (C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>17</sup>O=C(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>17</sup>OO=C(C<sub>0</sub>-C<sub>4</sub> alkyl)-, and R<sup>17</sup>R<sup>18</sup> NO=C(C<sub>0</sub>-C<sub>4</sub> alkyl)-,

wherein said aryl or heterocyclic groups are substituted with 0-3 substituents independently selected from R<sup>14</sup>;

or Z<sup>1</sup> and Z<sup>2</sup>, when on the same carbon atom, may form, with the carbon atoms to which they are attached, a 3-7 membered carbocyclic or 3-7 membered heterocyclic non-aromatic ring

system, said carbocyclic or heterocyclic ring may be substituted with 0-2 substituents independently selected from R<sup>14</sup>.

R<sup>13</sup> is selected from H, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, C<sub>1</sub>-C<sub>6</sub> alkylcarbonyl, C<sub>1</sub>-C<sub>6</sub> alkylsulfonyl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl(C<sub>0</sub>-C<sub>5</sub> alkyl)carbonyl, C<sub>1</sub>-C<sub>6</sub> alkoxy carbonyl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl(C<sub>0</sub>-C<sub>5</sub> alkoxy)carbonyl, aryl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, aryl(C<sub>1</sub>-C<sub>5</sub> alkoxy)carbonyl, arylsulfonyl, heterocyclic(C<sub>0</sub>-C<sub>4</sub> alkyl), heterocyclic(C<sub>1</sub>-C<sub>5</sub> alkoxy)carbonyl, and heterocyclicsulfonyl,

wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, F, Cl, Br, CF<sub>3</sub>, CN, and NO<sub>2</sub>;

R<sup>14</sup> is selected from H, C<sub>1</sub>-C<sub>10</sub> alkyl, NO<sub>2</sub>, CF<sub>3</sub>, CN, F, Cl, Br, C<sub>1</sub>-C<sub>10</sub> alkylcarbonyl, haloalkyl, haloalkoxy, OH, NR<sup>6</sup>R<sup>7</sup>(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>C(=O)O(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>OC(=O)O(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>O(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>R<sup>7</sup>NC(=O)O(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>R<sup>7</sup>NC(=O)(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>O(CR<sup>10</sup>R<sup>11</sup>)<sub>2-6</sub>R<sup>6</sup>NC(=O)(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>R<sup>7</sup>N(CR<sup>10</sup>R<sup>11</sup>)<sub>2-6</sub>R<sup>6</sup>NC(=O)(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>O<sub>2</sub>C(CH<sub>2</sub>)<sub>1-4</sub>O(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>OOC(C<sub>1</sub>-C<sub>4</sub> alkoxy)-, R<sup>6</sup>OOC(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>C(=O)(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>C(=O)NR<sup>7</sup>(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>OC(=O)NR<sup>7</sup>(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>OC(=NCN)NR<sup>7</sup>(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>R<sup>7</sup>NC(=O)NR<sup>8</sup>(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>OC(=NC)NR<sup>7</sup>(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>(CR<sup>10</sup>R<sup>11</sup>)<sub>1-4</sub>NR<sup>7</sup>C=O-, R<sup>6</sup>O(CR<sup>10</sup>R<sup>11</sup>)<sub>1-4</sub>O=CR<sup>7</sup>N-, NR<sup>6</sup>R<sup>7</sup>(CR<sup>10</sup>R<sup>11</sup>)<sub>1-4</sub>C=O R<sup>7</sup>N-, R<sup>6</sup>O(CR<sup>10</sup>R<sup>11</sup>)<sub>2-4</sub>R<sup>7</sup>N-, R<sup>6</sup>O<sub>2</sub>C(CR<sup>10</sup>R<sup>11</sup>)<sub>1-4</sub>R<sup>7</sup>N-, R<sup>6</sup>R<sup>7</sup>N(CR<sup>10</sup>R<sup>11</sup>)<sub>2-4</sub>R<sup>7</sup>N-, R<sup>6</sup>R<sup>7</sup>NC(=NCN)NR<sup>7</sup>(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>R<sup>7</sup>NC(=C(H)(NO<sub>2</sub>))NR<sup>7</sup>(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>7</sup>R<sup>8</sup>N C(=NR<sup>7</sup>)NR<sup>7</sup>(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>R<sup>7</sup>N SO<sub>2</sub>NR<sup>8</sup>(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>SO<sub>2</sub>NR<sup>7</sup>(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>R<sup>7</sup>N(C<sub>1</sub>-C<sub>4</sub>) CO-, R<sup>6</sup>R<sup>7</sup>N(C<sub>2</sub>-C<sub>6</sub> alkyl)O-, R<sup>6</sup>CO(CR<sup>10</sup>R<sup>11</sup>)<sub>0-2</sub> R<sup>7</sup>N(O<sub>2</sub>)S(C<sub>0</sub>-C<sub>4</sub> alkyl), R<sup>6</sup>(O<sub>2</sub>)S R<sup>7</sup>NC(=O)(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>S(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>S(=O)(C<sub>0</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>SO<sub>2</sub>(C<sub>0</sub>-C<sub>4</sub> alkyl)-, SO<sub>2</sub>NR<sup>6</sup>R<sup>7</sup>, SiMe<sub>3</sub>, R<sup>6</sup>R<sup>7</sup>N(C<sub>2</sub>-C<sub>4</sub> alkyl)-, R<sup>6</sup>R<sup>7</sup>N(C<sub>2</sub>-C<sub>4</sub> alkoxy)-, HSO<sub>3</sub>, HONH-, R<sup>6</sup>ONH-, R<sup>8</sup>R<sup>7</sup>NNR<sup>6</sup>-, HO(COR<sup>6</sup>)N-, HO(R<sup>6</sup>O<sub>2</sub>C)N, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkylmethyl, aryl(C<sub>0</sub>-C<sub>4</sub>alkyl)-, heteroaryl(C<sub>0</sub>-C<sub>4</sub>alkyl)-, aryl(C<sub>0</sub>-C<sub>4</sub>alkyl)O-, and heteroaryl(C<sub>0</sub>-C<sub>4</sub>alkyl)O-,

wherein said aryl groups are substituted with 0-2 substituents independently selected from C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, F, Cl, Br, CF<sub>3</sub>, and NO<sub>2</sub>;

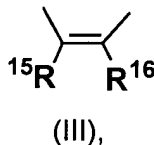
R<sup>15</sup> is selected from H, halo, cyano, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, and C<sub>3</sub>-C<sub>10</sub> cycloalkyl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, aryl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, and heterocyclic(C<sub>0</sub>-C<sub>4</sub> alkyl)-,

wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from R<sup>14</sup>; and

R<sup>16</sup> is selected from H, halo, cyano, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, aryl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, and heterocyclic(C<sub>0</sub>-C<sub>4</sub> alkyl)-,

wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from R<sup>14</sup>;

or when R<sup>15</sup> and R<sup>16</sup> are on adjacent carbon atoms, or when R<sup>15</sup> and R<sup>16</sup> are oriented on the same side of the double bond, as depicted in the following structure (III)



R<sup>15</sup> and R<sup>16</sup> do or do not form, with the carbon atoms to which they are attached, a 3-7 membered carbocyclic aromatic or nonaromatic ring system, or a 3-7 membered heterocyclic aromatic or nonaromatic ring system, said carbocyclic or heterocyclic ring is unsubstituted or substituted with 0-2 substituents independently selected from C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, F, Cl, Br, CF<sub>3</sub>, and NO<sub>2</sub>;

R<sup>17</sup> is selected from H, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, C<sub>1</sub>-C<sub>6</sub> alkylcarbonyl, C<sub>1</sub>-C<sub>6</sub> alkylsulfonyl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl(C<sub>0</sub>-C<sub>5</sub> alkyl)carbonyl, C<sub>1</sub>-C<sub>6</sub> alkoxy carbonyl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl(C<sub>0</sub>-C<sub>5</sub> alkoxy)carbonyl, hydroxy(C<sub>2</sub>-C<sub>4</sub>)alkyl-, C<sub>1</sub>-C<sub>3</sub> alkoxy(C<sub>2</sub>-C<sub>4</sub>)alkyl-, (C<sub>0</sub>-C<sub>4</sub> alkyl) (C<sub>0</sub>-C<sub>4</sub> alkyl) amino(C<sub>2</sub>-C<sub>4</sub>)alkyl-, aryl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, aryl(C<sub>1</sub>-C<sub>5</sub> alkoxy)carbonyl, arylsulfonyl, heterocyclic(C<sub>0</sub>-C<sub>4</sub> alkyl), heterocyclic(C<sub>1</sub>-C<sub>5</sub> alkoxy)carbonyl, and heterocyclicsulfonyl,

wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> alkoxy C<sub>1</sub>-C<sub>4</sub> alkyl, oxo, F, Cl, Br, CF<sub>3</sub>, CN, and NO<sub>2</sub>; and

R<sup>18</sup> is selected from H, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, aryl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, and heterocyclic(C<sub>0</sub>-C<sub>4</sub> alkyl),

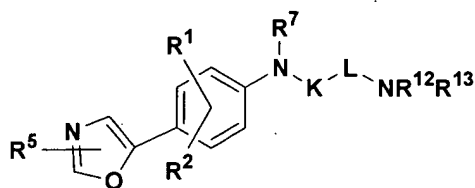
wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, F, Cl, Br, CF<sub>3</sub>, CN, and NO<sub>2</sub>;

or R<sup>17</sup> and R<sup>18</sup>, when both are on the same nitrogen atom, may form, with the nitrogen atom to which they are attached, a heterocycle selected from 1-aziridinyl, 1-azetidiny, 1-piperidinyl, 1-morpholinyl, 1-pyrrolidinyl, thiamorpholinyl, thiazolidinyl, and 1-piperazinyl,

said heterocycle may be substituted with 0-3 groups selected from oxo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl(C<sub>0</sub>-C<sub>4</sub> alkyl)-, C<sub>1</sub>-C<sub>6</sub> alkylcarbonyl, (C<sub>1</sub>-C<sub>6</sub> alkylcarbonyl)(C<sub>0</sub>-C<sub>4</sub>alkyl)amino-, C<sub>3</sub>-C<sub>7</sub> cycloalkyl(C<sub>0</sub>-C<sub>5</sub> alkyl)carbonyl, C<sub>1</sub>-C<sub>6</sub> alkoxy carbonyl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl(C<sub>0</sub>-C<sub>5</sub> alkoxy)carbonyl, aryl(C<sub>0</sub>-C<sub>5</sub> alkyl), heterocyclic(C<sub>0</sub>-C<sub>5</sub> alkyl), aryl(C<sub>1</sub>-C<sub>5</sub> alkoxy)carbonyl, heterocyclic(C<sub>1</sub>-C<sub>5</sub> alkoxy)carbonyl, C<sub>1</sub>-C<sub>6</sub> alkylsulfonyl arylsulfonyl and heterocyclicsulfonyl,

wherein said aryl or heterocyclic groups are substituted with 0-2 substituents independently selected from CH<sub>3</sub>-, alkoxy, F, Cl, Br, CF<sub>3</sub>, CN, and NO<sub>2</sub>.

24. (New) A compound or pharmaceutically acceptable salt thereof of Claim 23 having the formula,



wherein

R<sup>1</sup> and R<sup>2</sup> are each independently selected from the group consisting of H, F, Cl, Br, I, NO<sub>2</sub>, CF<sub>3</sub>, CN, OCF<sub>3</sub>, OH, C<sub>1</sub>-C<sub>4</sub>alkoxy-, and C<sub>1</sub>-C<sub>4</sub>alkyl-;

R<sup>5</sup> is selected from the group consisting of H, F, Cl, Br, I, NO<sub>2</sub>, CN, CF<sub>3</sub>, OCF<sub>3</sub>, OH, C<sub>1</sub>-C<sub>4</sub>alkoxy, and CO<sub>2</sub>H; and

R<sup>7</sup> is selected from hydrogen and C<sub>1</sub>-C<sub>8</sub> alkyl.

25. (New) The compound or a pharmaceutically acceptable salt thereof of Claim 24 wherein

R<sup>5</sup> is H;

R<sup>1</sup> is selected from the group consisting of OCF<sub>3</sub> and C<sub>1</sub>-C<sub>4</sub>alkoxy;

R<sup>2</sup> is H; and

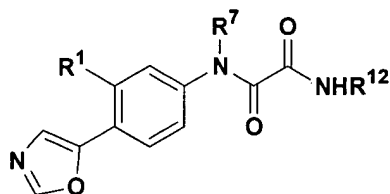
R<sup>13</sup> is hydrogen.

26. (New). The compound or a pharmaceutically acceptable salt thereof of Claim 25 wherein:

K is C(=O); and

L is C(=O).

27. (New) The compound or a pharmaceutically acceptable salt thereof of Claim 26 having the formula,



wherein R<sup>12</sup> is -CZ<sup>1</sup>Z<sup>2</sup>Z<sup>3</sup>.

28. (New) The compound or a pharmaceutically acceptable salt thereof of Claim 27 wherein:  
 $R^7$  is hydrogen; and  
 $R^1$  is methoxy.
29. (New) The compound or a pharmaceutically acceptable salt thereof of Claim 28 wherein  $Z^1$  and  $Z^2$  are independently selected from  $C_1$ - $C_8$  alkyl.
30. (New) The compound or a pharmaceutically acceptable salt thereof of Claim 25 wherein:  
K is  $C(=O)$  and  
L is  $CHR^9$ .
31. (New). A compound or a pharmaceutically acceptable salt thereof of Claim 25 wherein:  
K is  $CHR^9$  and  
L is  $C(=O)$ .
32. (New) A compound or a pharmaceutically acceptable salt thereof of Claim 25 wherein:  
K is  $C(=O)$  and  
L is  $-CR^{10}R^{11}-(C=O)$ .
33. (New) A compound or pharmaceutically acceptable salt thereof, wherein said compound is selected from:
- N-[3-Methoxy-4-(5-oxazolyl)phenyl]-N'-(phenylmethyl)ethanediamide;
- N-[1,1-Bis(hydroxymethyl)propyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- N-(2-Hydroxy-1,1-dimethylethyl)-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- N-[[[3-Methoxy-4-(5-oxazolyl)phenyl]amino]oxoacetyl]-2-methylalanine 1,1-dimethylethyl ester;
- N-(2-Hydroxy-1,1-dimethylpentyl)-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- N-[2-[(2-Hydroxy-1,1-dimethylethyl)amino]-1,1-dimethylethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- N-[2-(Dimethylamino)-1,1-dimethylethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- N-(1,1-Diethyl-2-propynyl)-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- N-[1-(Hydroxymethyl)cyclopentyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- N-[2-(4-Fluorophenyl)-1,1-dimethylethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;
- N-[[[3-Methoxy-4-(5-oxazolyl)phenyl]amino]oxoacetyl]- $\alpha$ -methyltyrosine methyl ester;

N-[[[3-Methoxy-4-(5-oxazolyl)phenyl]amino]oxoacetyl]-a-methyltryptophan methyl ester;  
 N-[1,1-Bis(hydroxymethyl)ethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]-N-methylethanediamide;  
 N-(1,1-Dimethyl-3-oxobutyl)-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;  
 N-[3-Methoxy-4-(5-oxazolyl)phenyl]-N'-(1-methyl-1-phenylethyl)ethanediamide;  
 N-(2-Hydroxy-1,2-dimethyl-1-phenylpropyl)-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;  
 N-[[[3-Methoxy-4-(5-oxazolyl)phenyl]amino]oxoacetyl]-2-methylalanine methyl ester;  
 -[[[[3-Methoxy-4-(5-oxazolyl)phenyl]amino]oxoacetyl]amino]cyclopropanecarboxylic acid methyl ester;  
 N-(1-Ethynylcyclohexyl)-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;  
 (R)-N-[1-(Hydroxymethyl)-1-methylpropyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]-N-methylethanediamide;  
 N-[[[3-Methoxy-4-(5-oxazolyl)phenyl]amino]oxoacetyl]-2-methylalanine;  
 N-[1,1-Dimethyl-2-oxo-2-(1-piperidinyl)ethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;  
 N-[1,1-Dimethyl-2-(4-methyl-1-piperazinyl)-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;  
 N-[1,1-Dimethyl-2-(4-morpholinyl)-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;  
 4-[2-[[[3-Methoxy-4-(5-oxazolyl)phenyl]amino]oxoacetyl]amino]-2-methyl-1-oxopropyl]-1-piperazinecarboxylic acid ethyl ester;  
 N-[2-[3-(Acetylmethylamino)-1-pyrrolidinyl]-1,1-dimethyl-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;  
 N-[1,1-Dimethyl-2-[methyl[2-(methylamino)ethyl]amino]-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;  
 N-[1,1-Dimethyl-2-oxo-2-(propylamino)ethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;  
 N-[1,1-Dimethyl-2-[[2-(methylamino)ethyl]amino]-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;  
 N-[1,1-Dimethyl-2-[[2-(4-morpholinyl)ethyl]amino]-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;  
 N-[1,1-Dimethyl-2-oxo-2-[[3-(2-oxo-1-pyrrolidinyl)propyl]amino]ethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;  
 N-[2-[[2-(1H-Imidazol-4-yl)ethyl]amino]-1,1-dimethyl-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-[2-[[2-(Acetylamino)ethyl]amino]-1,1-dimethyl-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-[2-[[2-(1H-Imidazol-1-yl)ethyl]amino]-1,1-dimethyl-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-[1,1-Dimethyl-2-oxo-2-[[2-(4-pyridinyl)ethyl]amino]ethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-[1,1-Dimethyl-2-oxo-2-[[tetrahydro-2-furanyl)methyl]amino]ethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-[2-[(2-Methoxyethyl)amino]-1,1-dimethyl-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-[2-(Dimethylamino)-1,1-dimethyl-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide;

N-[2-[4-(2-Methoxyethyl)-1-piperazinyl]-1,1-dimethyl-2-oxoethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide; and

N-[1,1-Dimethyl-2-oxo-2-(2-pyridinylamino)ethyl]-N'-[3-methoxy-4-(5-oxazolyl)phenyl]ethanediamide.

34. (Amended). A pharmaceutical composition comprising a pharmaceutically acceptable carrier, adjuvant or vehicle and at least one compound of claim 23, or a pharmaceutically acceptable salt thereof, in an amount effective therefor.

35. (New). A method for the treatment of an IMPDH-associated disorder, comprising the step of administering to a subject in need thereof an amount effective therefor of at least one compound of claim 23 or a pharmaceutically acceptable salt thereof.

36. (New). The method of claim 35, wherein said IMPDH-associated disorder is selected from an autoimmune disorder, an inflammatory disorder, a cancer or tumor disorder, a DNA or RNA viral replication disease, and allograft rejection.

37. (New). The method of claim 36, wherein said IMPDH-associated disorder is selected from transplant rejection, rheumatoid arthritis, inflammatory bowel disease, hepatitis B, hepatitis C, herpes simplex type I, and herpes simplex type II.

38. (New). The method of claim 37, wherein said compound of claim 23, or a pharmaceutically acceptable salt thereof, is administered with one or more of: an immunosuppressant, an anti-cancer agent, an anti-viral agent, an anti-inflammatory agent, an anti-fungal agent, an antibiotic, an anti-

vascular hyperproliferation compound, or an IMPDH inhibitor other than a compound of claim 23 or a pharmaceutically acceptable salt thereof.

39. (New). The method of claim 38 wherein said compound of claim 23 or a pharmaceutically acceptable salt thereof, is administered with one or more of: another IMPDH inhibitor; a cyclosporin; CTLA4-Ig; an antibody selected from anti-ICAM-3, anti-IL-2 receptor (Anti-Tac), anti-CD45RB, anti-CD2, anti-CD3 (OKT-3), anti-CD4, anti-CD80, anti-CD86, and monoclonal antibody OKT3; an agent blocking the interaction between CD40 and CD154; a fusion protein constructed from CD40 and/or CD154/gp39; an inhibitor of NF-kappa B function; a non-steroidal antiinflammatory drug (NSAID); a gold compound; an antiviral agent; an antiproliferative ; a cytotoxic drug; an TNF- $\alpha$  inhibitor; an anti-TNF antibody; a soluble TNF receptor; and rapamycin (sirolimus or Rapamune); or derivatives thereof.